

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court Northern District of Illinois				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): <b>Bloomfield West, L.L.C.</b>			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):		
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>36-4307253</b>		
Street Address of Debtor (No. and Street, City, and State): <b>201 Juniper Circle Streamwood, Illinois</b> <div style="text-align: right;">ZIP CODE <b>60107</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Cook</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<b>Nature of Business</b> (Check <b>one</b> box.)  <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check <b>one</b> box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
<b>Filing Fee</b> (Check <b>one</b> box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			<b>Chapter 11 Debtors</b> <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).		
<b>Statistical/Administrative Information</b>  <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000					
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

B 1 (Official Form 1) (1/08)

Page 2

<b>Voluntary Petition</b> (This page must be completed and filed in every case.)		<b>Name of Debtor(s):</b> Bloomfield West, L.L.C.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District: Northern District of Illinois	Relationship:	Judge:	
<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)  I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).  X _____ Signature of Attorney for Debtor(s) (Date)	

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.

☒ No.

**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

**Information Regarding the Debtor - Venue**  
(Check any applicable box.)

☒ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**  
(Check all applicable boxes.)

☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

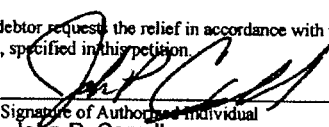
\_\_\_\_\_  
(Name of landlord that obtained judgment)

\_\_\_\_\_  
(Address of landlord)

☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

<b>B 1 (Official Form) 1 (1/08)</b>		<b>Page 3</b>
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Name of Debtor(s):</b> Bloomfield West, L.L.C.
<b>Signatures</b>		
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only <u>one</u> box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Forrest B. Lammiman</u> Signature of Attorney for Debtor(s) <u>Forrest B. Lammiman</u> Printed Name of Attorney for Debtor(s) <u>Meltzer, Purtill &amp; Stelle LLC</u> Firm Name <u>300 South Wacker Drive, Suite 3500</u> Address <u>Chicago, Illinois 60606</u>  <u>(312) 987-9900</u> Telephone Number <u>6/08/2009</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <u>John P. Carroll</u> Printed Name of Authorized Individual <u>President &amp; CEO, Kirk Corporation, Member</u> Title of Authorized Individual <u>6/08/2009</u> Date</p>		

B4 (Official Form 4) (12/07)

## United States Bankruptcy Court

Northern District Of Illinois

In re Bloomfield West, L.L.C.  
Debtor

Case No. \_\_\_\_\_

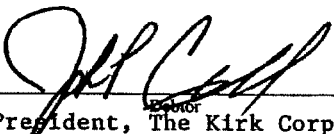
Chapter 11

### LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff</i>	<i>Amount of claim [if secured also state value of security]</i>

Date: 6/08/2009

  
Debtor

President, The Kirk Corporation, Manager

[Declaration as in Form 2]

Consolidated List of Creditors Holding 30 Largest Unsecured Claims

(1) <i>Name of creditor and complete mailing address, including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent unliquidated, disputed or subject to setoff</i>	(5) <i>Amount of claim (if secured also state value of security)</i>
Donald L. Kirk 1024 Hibbard Road Wilmette, IL 60091	Donald Kirk 1024 Hibbard Road Wilmette, IL 60091 847-256-0424	Subordinated Debt		\$ 5,702,856.00
Donald Kirk Investment Company, LLP 5336 N Glenwood Road, Chicago, IL 60640	David Kirk 5336 N Glenwood Road Chicago, IL 60640 773-784-1985	Subordinated Debt		\$ 2,297,144.00
Cole Taylor as Agent to ESOP Noteholders 225 W. Washington St. 9 <sup>th</sup> Floor, Chicago, IL 60606	Carrie Reyes Cole Taylor 225 W. Washington St. 9 <sup>th</sup> Floor, Chicago, IL 60606 312-960-5372	Trust Obligation (ESOP)		\$ 1,788,887.00
Lenny Szarek Inc. 4014 Pioneer Road McHenry, IL 60050	Dan Feste Lenny Szarek Inc. 4014 Pioneer Road McHenry, IL 60050 815-363-2635	Trade debt		\$ 596,042.00
Coleman Floor Company 1930 N. Thoreau Dr. STE 100 Schaumburg, IL 60173	Vince Salemi Coleman Floor Company 1930 N. Thoreau Dr. #100 Schaumburg, IL 60173 847-222-4757	Trade debt		\$ 328,438.00
Service Drywall & Decorating 47 West Irving Park Road Roselle, IL 60172	Justin Avey Service Drywall & Decorating 47 West Irving Park Road Roselle, IL 60172 630-351-3838	Trade debt		\$ 311,340.00
Professional Plumbing, Inc. 1435 S. Barrington Road Barrington, IL 60010	Donald Walsh Professional Plumbing, Inc. 1435 S. Barrington Road Barrington, IL 60010 847-382-7100	Trade debt		\$ 251,225.00
SCE Unlimited, Inc. 195 Exchange Blvd Glendale Heights, IL 60139	Jack Hamilton SCE Unlimited, Inc. 195 Exchange Blvd. Glendale Heights, IL 60139 630-480-9100	Trade debt		\$ 193,552.00
R & D Thiel Inc 2340 Newburg Road Belvidere, IL 61008	R&D Thiel Inc. c/o Gary Leydig Riordan, Fulkerson, Hupert & Coleman 30 North LaSalle Street Suite 2630 Chicago, IL 60602	Trade debt		\$ 166,633.00

Blanchard Electrical Contractors, Inc 920 W. Prairie Drive Suite I Sycamore, IL 60178	Mike Blanchard Blanchard Electrical Contractors 920 W. Prairie Drive Suite I Sycamore, IL 60178 815-895-2604	Trade debt		\$ 154,231.00
Stock Building Supply 1331 Davis Road Elgin, IL 60123	Sally Gange Stock Building Supply 1331 Davis Road Elgin, IL 60123 847-742-2000	Trade debt		\$ 143,904.00
Ghezzi Masonry Construction P.O. Box 5152 Lansing, IL 60438	Max Ghezzi Ghezzi Masonry Construction 18408 Holland Road Lansing, IL 60438 708-418-0528	Trade debt		\$ 124,863.00
Tempco Heating & Air Conditioning Company 3050 N. Kennicott Arlington Heights, IL 60004	Gary Doles Tempco Heating & Air Conditioning Company 3050 N. Kennicott Arlington Heights, IL 60004 847-670-7000	Trade debt		\$ 120,587.00
Alright Concrete 1500 Ramblewood Drive Streamwood, IL 60107	Mike Reagen Alright Concrete 1500 Ramblewood Drive Streamwood, IL 60107 630-213-8100	Trade debt		\$ 109,811.00
Art Nissen & Son Landscaping, Inc. P.O. Box 459 Hampshire, IL 60140	Glen Nissen Art Nissen & Son Landscaping, Inc. 182 S. State Hampshire, IL 60140 847-683-2200	Trade debt		\$ 81,630.00
Patriot Concrete & Asphalt 10S312 Schoger Dr, Naperville, IL 60564	Larry Boesso Patriot Concrete & Asphalt 10S312 Schoger Dr Naperville, IL 60564 630-898-7400	Trade debt		\$ 78,551.00
CCR Tops Inc. 2482 Technology Drive Elgin, IL 60123	Dave Solari CCR Tops Inc. 2482 Technology Drive Elgin, IL 60123 847-844-8889	Trade debt		\$ 67,994.00
Northwest Insulation 1615 Dundee Ave, Suite 1, Elgin, IL 60120	Bob Shearer Northwest Insulation 1615 Dundee Ave, Suite 1 Elgin, IL 60120 847-695-9999	Trade debt		\$ 67,708.00

Inland Electric Corp. 611 W Jefferson Shorewood, IL 60431	Tom Koss Inland Electric Corp. 611 W Jefferson Shorewood, IL 60431 815-725-0677	Trade debt		\$ 60,669.00
Jim Link Services, Inc. 540 Capital Drive, Lake Zurich, IL 60047	Jim Link 431 Scotland Road, Suite B, Lakemoor, IL 60051 847-515-3062	Trade debt		\$ 53,004.00
J B Concrete Contractors. Inc. 10S312 Schoger Dr Unit B Naperville, IL 60564	Larry Boesso J B Concrete Contractors Inc. 10S312 Schoger Dr Unit B Naperville, IL 60564 630-898-7400	Trade debt		\$ 52,526.00
Mackie Consultants 9575 W. Higgins Road Suite 500 Rosemont, IL 60018	Marty Burke Mackie Consultants 9575 W. Higgins Road #500 Rosemont, IL 60018 847-696-1400	Trade debt		\$ 48,892.00
Harry Wolsky, Inc. of IL 547 Motherwell Ave Logan, OH, 43138	Michael E. Bellar, President Harry Wolsky, Inc. of IL 547 Motherwell Ave P.O. Box 967 Logan , OH, 43138 800-382-6861	Trade debt		\$ 48,067.00
Tim Cote Inc. 1075 Manito Trail Algonquin, IL 60102	Tim Cote Tim Cote Inc. 1075 Manito Trail Algonquin, IL 60102 847-428-9050	Trade debt		\$ 45,238.00
Professional Drywall & Decorating LLC 4211 Wildwood Drive, Crystal Lake, IL 60014	Frank Zubricki 3135 W. 59 <sup>th</sup> Street Chicago, IL 60629 847-417-2855	Trade debt		\$ 44,350.00
T. Manning Concrete, Inc. 11481 Allison Court Huntley, IL 60142	Tom Manning 11410 Kreutzer Road Huntley, IL 60142 847-669-5750	Trade debt		\$ 41,905.00
Wilkor Construction Inc. P.O. Box 246 South Elgin, IL 60177	Mark Wilson 700 D Willow Lane Sleepy Hollow, IL 60118 847-836-2200	Trade debt		\$ 39,055.00
Whirlpool 412 N. Peters Rd Knoxville, TN 37922	Jordan Harris Whirlpool 412 N. Peters Rd Knoxville, TN 37922	Trade debt		\$ 38,692.00

Ryan Incorporated Central P.O. Box 206 Janesville, IL 53547	Larry Hill Ryan Incorporated Central 2700 E. Racine Street Janesville, IL 53545-5216 608-754-2291	Trade debt		\$ 34,969.00
Sund Masonry 116 Birch Lane Cary, IL 60013	Earl Sund Sund Masonry 116 Birch Lane Cary, IL 60013 847-639-7948	Trade debt		\$ 33,857.00



Form B2  
6/90

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, authorized agent of the corporation named as debtor in this case,  
declare under penalty of perjury that I have read the foregoing list  
and that it is true and correct to the best of my information and belief.

Date 6/08/2009

Signature

A handwritten signature in dark ink, appearing to read 'JPC', is written over a horizontal line.

John P. Carroll, President of The Kirk Corporation, Member  
(Print Name and Title)

**UNANIMOUS CONSENT OF THE BOARD OF DIRECTORS  
OF THE KIRK CORPORATION IN LIEU OF A SPECIAL MEETING**

**CHAPTER 11 FILING**

May 8, 2009

The undersigned, being all of the directors of THE KIRK CORPORATION, an Illinois corporation (the "Corporation"), hereby unanimously consent to the following resolutions in lieu of a Special Meeting:

**R E C I T A L S**

**WHEREAS**, the undersigned have considered the financial and operational aspects of the Corporation's business and have determined that it is desirable and in the best interest of the Corporation's creditors, stockholders and other interested parties that the Corporation and some related entities file petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") seeking the bankruptcy protections and relief provided therein;

**NOW THEREFORE, IT IS HEREBY RESOLVED**, that John P. Carroll and Paul Rose, or any other person or persons so designated by the Board (collectively, the "Authorized Signatories", and each an "Authorized Signatory") be, and each of them hereby is, authorized and directed on behalf of the Corporation to execute and verify petitions in the name of the Corporation under chapter 11 of the Bankruptcy Code and related petitions (the "Petitions") for limited liability companies in which the Corporation is a manager (the "LLCs"), and to cause the Petitions to be filed in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court"), in such form and at such time as the Authorized Signatory executing the Petition on behalf of the Corporation shall determine;

**FURTHER RESOLVED**, that the Authorized Signatories, or any one of them, and each of them, hereby is authorized to determine if, on behalf of the Corporation as manager for any LLC, a Petition shall be filed for the LLC;

**FURTHER RESOLVED**, that the Authorized Signatories or any one of them be, and each of them hereby is, authorized to (i) take, or cause to be taken, any and all action, (ii) execute and file, or cause to be executed and filed, any and all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, (iii) employ and retain all assistance by legal counsel, accountants, and other professionals, as in their judgment shall be necessary, appropriate, or advisable in connection with the chapter 11 cases commenced by the filing of the Petitions (the "Chapter 11 Cases");

**FURTHER RESOLVED**, that the law firm of Meltzer, Purtill & Stelle LLC be, and hereby is, employed and retained as counsel to the Corporation and any of the LLCs in the Chapter 11 Cases;

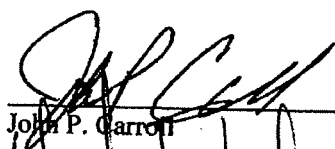
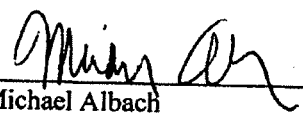
**FURTHER RESOLVED**, that all acts lawfully done or actions lawfully taken by any Authorized Signatory or any officers of the Corporation to seek relief under chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Cases, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation, in its own right and, as applicable, as a manager of any of the LLCs;

**FURTHER RESOLVED**, that, in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, the Authorized Signatories of the Corporation be, and each of them, with full authority to act without the others, hereby is, authorized, in the name and on behalf of the Corporation, in its own right and, as applicable, as a manager of any of the LLCs to (i) take, or cause to be taken, any and all further action, (ii) execute and deliver, or cause to be executed and delivered, any and all further agreements, consents, resolutions, certificates, documents, and other papers, (iii) incur all further fees and expenses, as in their judgment shall be necessary, appropriate, or advisable to effectuate fully the purpose and intent of any and all of the foregoing resolutions, and (iv) take all actions necessary and appropriate to conduct the Chapter 11 Cases; and

**FURTHER RESOLVED**, that any and all actions taken by the Authorized Signatories or other officers of the Corporation prior to the date first set forth above with respect to any of the matters contemplated by the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation, in its own right and, as applicable, as a manager of any of the LLCs.

This Consent may be executed in one or more counterparts and execution and delivery by facsimile or electronically shall have the same effect as an original.

DATED: May 8, 2009

  
\_\_\_\_\_  
John P. Garron  
\_\_\_\_\_  
Donald L. Kirk  
\_\_\_\_\_  
Paul Rose  
\_\_\_\_\_  
Michael Albach  
\_\_\_\_\_  
Lon Marchel

Being all of the directors of  
THE KIRK CORPORATION